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the AMAZING SPIDER-MAN

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AMERICA'S MOST EXCITING SUPER-HERO CAPTURED BY THE WORLD'S MOST DREADED SUPER-VILLAIN!

YOU ARE *HELPLESS*, SPIDER-MAN! I WARNED YOU THAT THE POWER OF *DOCTOR OCTOPUS* IS FAR GREATER THAN YOURS!

CAN ANYTHING THAT LIVES, DEFEAT THE MIGHTY *DOCTOR OCTOPUS*??

A BOOK-LENGTH SUPER-THRILLER! *SPIDER-MAN FACES HIS MOST POWERFUL FOE:* "*DR. OCTOPUS!*"

-DITKO-

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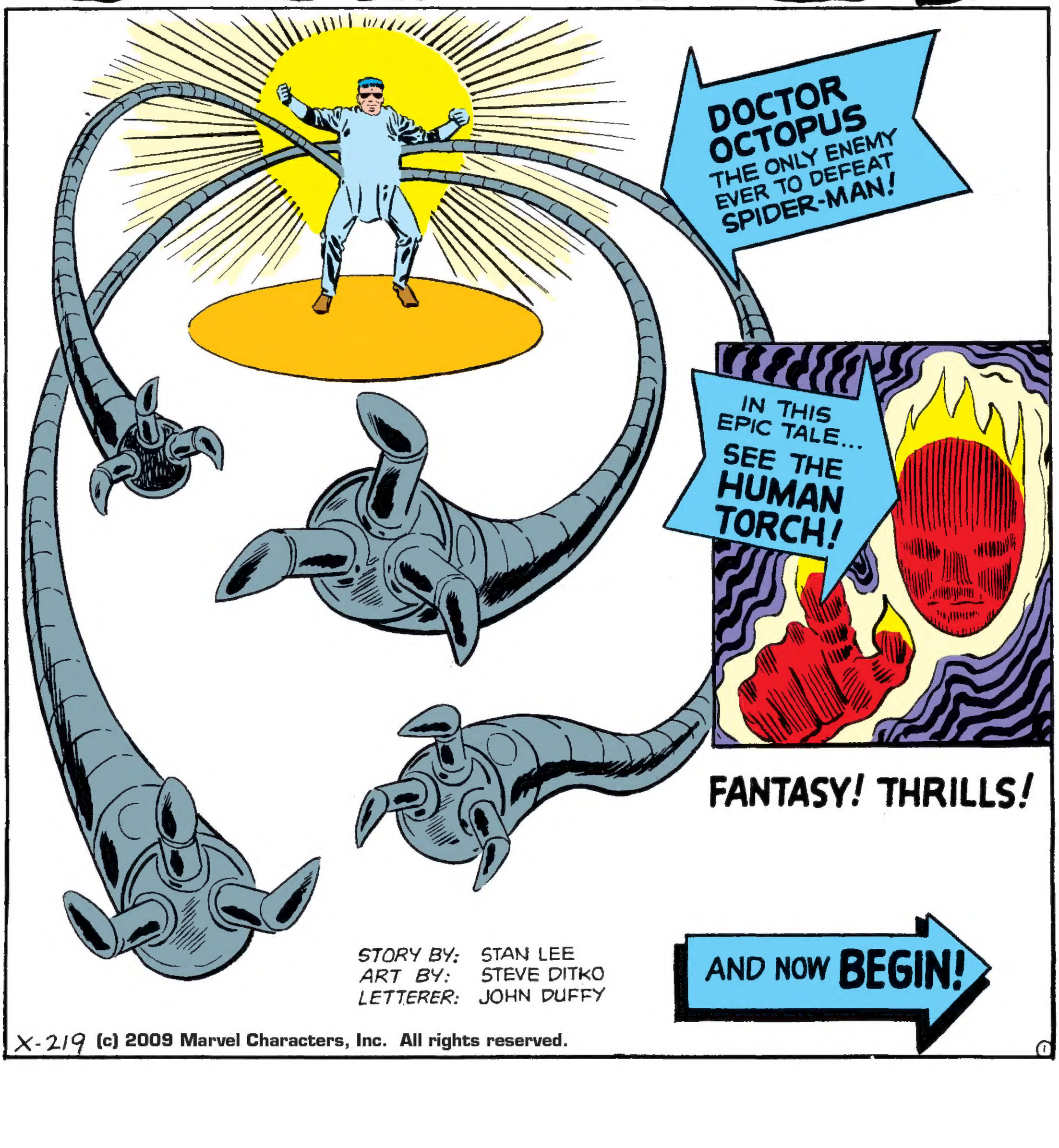
SPIDER-MAN

THE STRANGEST FOE OF ALL TIME...

VERSUS DOCTOR OCTOPUS



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AND NOW BEGIN!

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A STORY HAS TO START **SOMEWHERE**, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...

HOLD IT, YOU GUYS! I THINK I HEARD SOMETHIN'!

RELAX, CHARLIE! IT WAS PROBABLY JUST A MOUSE!

SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL DIRECTLY ABOVE THE STARTLED THIEVES...

MOUSE? YOU'VE NEVER SEEN A MOUSE LIKE **THIS** BEFORE!

LOOK!! IT--IT'S--

DON'T BE SHY, FELLA! YOU CAN SAY MY NAME! IT'S **SPIDER-MAN!**

GET 'IM! THERE ARE **THREE** OF US! HE CAN'T TAKE US **ALL!**

UGH!

BROTHER, YOU'RE LIVING IN A FOOL'S PARADISE!

OOF!

OW!

MINUTES LATER...

SOME BIG CRIMINAL MASTER-MIND **YOU** ARE!

AW, SHADDUP! WHOEVER EXPECTED **SPIDER-MAN** TO BUTT IN!

LOOK, JOE! **SPIDER-MAN'S** BEEN HERE! AND **HOW!**

AND, NOT FAR AWAY...

IT'S ALMOST **TOO** EASY! I'VE RUN OUT OF ENEMIES WHO CAN GIVE ME ANY REAL OPPOSITION! I'M TOO POWERFUL FOR **ANY** FOE! I ALMOST **WISH** FOR AN OPPONENT WHO'D GIVE ME A RUN FOR MY MONEY!

AND LITTLE DOES ***SPIDER-MAN*** SUSPECT THAT HIS FRIVOLOUS WISH IS ABOUT TO COME TRUE! FOR, AT THAT MOMENT, ON THE OUTSKIRTS OF TOWN...

US

ATOMIC RESEARCH CENTER

HERE COMES DOCTOR OCTOPUS!

DOCTOR ***OCTOPUS?*** WHY DO THEY CALL HIM THAT?

WATCH! YOU'LL SEE IN A MINUTE!

SEE? IT'S THAT ESPECIALLY-DESIGNED CONTRAPTION HE WEARS, WHICH ENABLES HIM TO PERFORM HIS EXPERIMENTS BEHIND THE LEAD WALLS WHICH SHIELD HIM FROM RADIATION!!

HE CREATED THAT GET-UP HIMSELF, AND HE'S THE ONLY SCIENTIST PERMITTED TO WEAR IT!

HE'S THE MOST BRILLIANT ATOMIC-RESEARCHER IN OUR COUNTRY TODAY!

YES, SUCH A MAN IS OTTO OCTAVIOUS, BETTER KNOWN TO HIS CO-WORKERS AS ***DOCTOR OCTOPUS!*** LET US WATCH AS HE CONDUCTS A NUCLEAR EXPERIMENT...

MY ARTIFICIAL EXTRA ARMS PERMIT ME TO WORK SAFELY WITH VOLATILE CHEMICALS WHICH ARE FAR TOO DANGEROUS TO TOUCH WITHOUT PROTECTION!

THOUGH OTHERS FEAR RADIATION, I ALONE AM ABLE TO MAKE IT MY ***SERVANT!***

BUT NOTHING IS EVER PERFECT, NOT EVEN THE PROJECTS OF DOCTOR OCTOPUS! AND, AS THE UNSUSPECTING ATOMIC GENIUS CONDUCTS HIS EXPERIMENT...

LOOK! THE RADIATION-METER HAS GONE WHACKY! SOMETHING IS WRONG! THERE'S GONNA BE A ***BLOW UP!***

SOUND THE ALARM!

BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...

THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...

DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!

EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION--- POOR GUY!

IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...

THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!

WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!

FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...

WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!

NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!

BUT THE BRAIN OF DR. OCTOPUS--THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION--REACTS IN A BITTER WAY...

THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ***ANY*** OF THEM!

THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A ***PRISONER*** OF ME! THE FOOLS! ***NO ONE*** CAN HOLD ***DOCTOR OCTOPUS*** AGAINST HIS WILL! ***NO ONE!***

THEN SUDDENLY, AT JUST A SUGGESTION OF A THOUGHT BY DR. OCTOPUS, HIS ARTIFICIAL ARMS MOVE AS THOUGH THEY HAVE A WILL OF THEIR OWN...

I'VE GOT TO ***BREAK*** THOSE BARS!

I DID IT!! MY ***ARMS*** DID IT! THEIR STRENGTH IS ***INCALCULABLE!*** THEY CAN DO ***ANYTHING!!***

SOMEHOW, MY MECHANICAL ARMS HAVE ALMOST BECOME A ***PART OF ME!*** THEY OBEY MY EVERY COMMAND! WITH SUCH POWER AND MY BRILLIANT MIND, I'M THE ***SUPREME*** HUMAN BEING ON EARTH!

MINUTES LATER...

YOU WANTED TO SEE ME, DR. OCTOPUS?

YES! COME IN! SHUT THE DOOR BEHIND YOU!

WHAT IS IT? YOU-- OH, NO! ***NO!***

HA-HA! YOU DON'T BELIEVE WHAT YOU SEE? BUT IT'S ***TRUE!*** I'M ***ALL-POWERFUL!*** FROM NOW ON, ***I*** GIVE THE COMMANDS HERE!

MEANWHILE, AT THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF THE ***DAILY BUGLE***...

I WANT PICTURES OF THE INJURED SCIENTIST, DR. OCTOPUS, BUT NO ONE IS ALLOWED TO ENTER THE BLISS PRIVATE HOSPITAL ANY MORE!

I NEVER ***HEARD*** OF ANY HOSPITAL KEEPING PEOPLE OUT! DON'T WORRY, J.J.! ***I'LL*** GET THOSE PIX FOR YOU!

MY BEST MEN HAVE TRIED AND FAILED! BUT SO FAR, YOU'VE SUCCEEDED IN EVERY ASSIGNMENT! I CAN'T IMAGINE HOW A TEEN-AGER LIKE YOU ***DOES*** IT!

OUR AGREEMENT, J.J., IS THAT YOU'RE NEVER TO ASK ME ***HOW*** I DO IT!

JUST HAVE A CHECK READY FOR ME WHEN I BRING BACK THE PIX OF DR. OCTOPUS!

HE DOESN'T SUSPECT PETER PARKER, THE TEEN-AGER HE ASSIGNED TO THE JOB, IS GONNA HAVE ***SPIDER-MAN*** *DO IT!*

AND SO...

HERE'S THE PLACE! STRANGE THAT IT'S LOCKED AND NOBODY IS ADMITTED! WHAT KIND OF A HOSPITAL IS IT, ANYWAY?

WELL, THERE'S ONLY **ONE** WAY TO FIND OUT-- AND **SPIDER-MAN'S** JUST THE CAT TO DO IT!

THESE SUCTION FINGERS OF MINE WILL GET ME UP THE WALL IN **NO** TIME! BOY, IT'S **GREAT** BEING **SPIDER-MAN!** I CAN DO ALMOST **ANYTHING!**

THE ONLY PROBLEM IS--MY JOBS ARE **TOO** EASY! I'D WELCOME A LITTLE **COMPETITION** ONCE IN A WHILE!

AND, AS HE STEADILY CLIMBS UP THE SHEER OUTER WALL, LITTLE DOES **SPIDER-MAN** DREAM THAT HE IS SOON TO GET FAR **MORE** "COMPETITION" THAN HE EVER BARGAINED FOR!

SECONDS LATER...

ALMOST THERE!

HOLY **MACKERAL!** WHAT'S **THAT?**

SILENCE! NOBODY IS TO SPEAK WHEN **DR. OCTOPUS** SPEAKS!

PEERING UNSEEN THROUGH THE LARGE PICTURE-WINDOW, ***SPIDER-MAN*** WITNESSES A STRANGE, UNEXPECTED SIGHT...

YOU CAN'T KEEP ALL OF US PRISONERS ***FOREVER,*** DOCTOR OCTOPUS! WE'VE DONE WHAT YOU ASKED -- GOTTEN YOU ALL THE EQUIPMENT YOU WANTED! WHEN WILL YOU LET US GO?

NOT UNTIL ***I'M*** READY! WITH MY POWERS, ***NO ONE*** CAN RESIST ME! YOU'LL REMAIN TO SERVE ME UNTIL I NO LONGER NEED YOU -- AND NOT BEFORE!

WELL, WELL! SO THE GOOD DOC HAS FLIPPED HIS LID, EH? WELL, THIS IS JUST WHAT I'VE BEEN ***HOPIN'*** FOR -- A LITTLE ***ACTION!***

BUT THIS IS ***MAD!*** YOU HAVE NO RIGHT --

RIGHT?! YOU DARE SPEAK TO ME OF RIGHT?

I HAVE THE ***RIGHT*** TO DO ***ANYTHING*** -- AS LONG AS I HAVE THE ***POWER!*** AND IF YOU ***DOUBT*** MY POWER, HERE IS A SMALL SAMPLE...

NO! ***DON'T!*** LET ME DOWN!

LOOKS LIKE IT'S TIME FOR ***SPIDER-MAN*** TO JOIN THE PARTY BEFORE HE REALLY HURTS THAT FELLA!

HOLD IT, DOC! HOW ABOUT PICKIN' ON SOMEONE WHO CAN FIGHT YOU BACK?

SPIDER-MAN!

WELL, I SURE AIN'T ALBERT SCHWEITZER!

YOU DARE SPEAK FLIPPANTLY TO ***ME!*** YOU FOOL! WHEN I'M FINISHED WITH YOU, YOU'LL SING A ***DIFFERENT*** TUNE!

YOU DON'T THINK THOSE DUMB-LOOKING FLAPPERS OF YOURS CAN MOVE FAST ENOUGH TO CATCH **SPIDER-MAN** DO YOU?

HEY!! WHA--?

SURPRISED? **DOCTOR OCTOPUS** IS FAR MORE POWERFUL THAN YOU DREAMED! FAR MORE POWERFUL THAN EVEN **YOU!**

DON'T LET THAT ONE LUCKY PUNCH GO TO YOUR HEAD, PAL! I'VE A FEW **MORE** SURPRISES!

AH! MOST INGENIOUS OF YOU! YOUR SPIDER'S WEB!!

BUT, AS YOU CAN SEE, HOLDING ONLY **TWO** OF MY ARMS ISN'T ENOUGH! I STILL HAVE **MORE!**

NO TIME TO SHOOT MY WEB AGAIN! HE'S FASTER THAN I EXPECTED!

BUT I CAN STILL **GRAB** HIS OTHER ARMS!

OOF! IT TAKES ALL MY STRENGTH! HE--HE **ALSO** HAS SUPER- HUMAN STRENGTH!

MY **WEB!** HE **SNAPPED** IT! NOBODY HAS EVER DONE THAT BEFORE!

AND NOW, **SUPER-MAN,** I GROW BORED WITH THIS GAME! MY TIME IS TOO VALUABLE!

NOW, WATCH **ME** TRAP A SPIDER IN A WEB OF MY **OWN**-- A WEB MADE OF MY NEW-FOUND **ARMS!** YOUR STRENGTH IS MERELY THAT OF A SPIDER, BUT MINE IS THE ENERGY OF AN **ATOM**, BORN OF A NUCLEAR ACCIDENT!

I'M **HELPLESS!** CAN'T FIGHT ALL THOSE ARMS AT ONCE! DON'T KNOW WHAT TO DO NEXT! HE'S JUST **TOYING** WITH ME!

YOU DARED TO **MOCK** ME BEFORE! WHY AREN'T YOU MOCKING ME **NOW?** WHERE ARE YOUR BRAVE WORDS AND TAUNTS **NOW, SPIDER-MAN?**

OR DO YOU REALIZE YOU'VE FINALLY MET YOUR **MASTER?** AND NOW, YOU CAN LEAVE THE WAY YOU ENTERED! YOU'RE NO THREAT TO **ME!**

WEAK, GROGGY, JUST BARELY CONSCIOUS, **SPIDER-MAN** HAS HIS FALL BROKEN BY A TREE, AS HE FINALLY SLUMPS TO THE GROUND... IN DEFEAT!

HE BEAT ME! I--I NEVER HAD A ***CHANCE!***

I DIDN'T EVEN GIVE HIM A GOOD FIGHT! HE COULD'VE FINISHED ME OFF ANY TIME HE WANTED TO!

WHAT DO I DO ***NOW?*** I'VE NEVER BEEN BEATEN BEFORE! BUT ***THIS*** TIME, MY SPIDER POWERS WERE NOT ENOUGH! IS THIS THE END OF ***SPIDER-MAN?***

NOT LONG AFTERWARDS, AT THE HOSPITAL...

EVEN THOUGH I DEFEATED ***SPIDER-MAN,*** MY PRISONERS ESCAPED DURING THE FIGHT! I MUST LEAVE, BEFORE THE POLICE ARRIVE!

WITH MY ***ARMS,*** I CAN GO ANYWHERE... DO ANYTHING! FENCES CAN'T STOP ME! NO ONE CAN CATCH ME!

ATO
RES
CEN

NOW THAT I HAVE REACHED MY OBJECTIVE, ANY UNLOCKED WINDOW WILL FURNISH AN ENTRANCE FOR ME!

THE SECURITY POLICE AREN'T APT TO NOTICE AN EXTRA PIPE OR TWO UP ON THE CEILING! ONCE HE'S GONE, I CAN ACT FREELY!

THIS IS WHAT I'M AFTER! THE BRAIN CENTER OF THE ENTIRE ATOMIC LAB! ONCE I TAKE IT OVER, THE GREATEST SOURCE OF ATOMIC POWER IN THE NATION WILL BE MINE!

IT'S AN EASY MATTER FOR DOCTOR OCTOPUS TO UNLOCK A DOOR!

OUT! ALL OF YOU!... I'M TAKING OVER NOW!

D-DID YOU SEE THAT? IT WAS DOCTOR OCTOPUS!

BUT WHAT'S HE UP TO?

NOTHING CAN STOP ME NOW! BETWEEN MY OWN SUPER-STRENGTH AND THE ATOMIC POWER WHICH IS MINE TO COMMAND HERE, I'M THE STRONGEST MAN ALIVE!!

BUT FIRST, I'LL GIVE THE WORLD A DEMONSTRATION OF MY STRENGTH! I'LL DESTROY PART OF THIS PLANT AND REBUILD IT TO SUIT MYSELF!

AND SO...

SOMETHING'S HAPPENED TO THE LEAD SHIELDING! IT'S BEEN LOWERED! THE RADIATION IS STARTING TO ESCAPE!

LOOK! THE GIANT MACHINES ARE RUNNING OUT OF CONTROL -- AS THOUGH SOME MADMAN IS GUIDING THEM!

THERE'S TOO MUCH PRESSURE IN THE MAIN VALVES! THE PIPES ARE OVERHEATING...EXPLODING! IT ISN'T SAFE TO STAY HERE!

BUT, WITHIN MINUTES, THE SOURCE OF THE TROUBLE IS MADE KNOWN, AND...

WE'VE **GOT** TO REACH **DOCTOR OCTOPUS** SOMEHOW!

WE **CAN'T!** HE'S SET UP ELECTRONIC BARRIERS ALL OVER THE PLACE!

AND, BEFORE LONG, THE ENTIRE PLANT IS EVACUATED, EXCEPT FOR...

THEY REALIZE I CANNOT BE STOPPED AND HAVE GIVEN UP TRYING! I'VE **WON!!** THE PLANT IS **MINE!** I AM NOW IN COMPLETE CONTROL!

THE FOREMOST BRAINS OF THE NATION'S ARMED FORCES AND SECURITY AGENCIES CONFER FEVERISHLY, BUT TO NO AVAIL...

WE'VE NEVER BEEN UP AGAINST ANYTHING LIKE THIS BEFORE! A BRILLIANT SCIENTIST, WITH SUPER-HUMAN POWERS, ON A MAD RAMPAGE!

IF WE CAN'T STOP HIM, THEN WE MUST SEE THAT INNOCENT PEOPLE ARE NOT INJURED!

AND SO, THE ORDER GOES OUT--NO ONE IS ALLOWED IN OR OUT OF THE ATOMIC PLANT...

CAN'T FIGURE OUT **WHY** THEY POST SENTRIES HERE! IF **DR. OCTOPUS** TRIES TO GET OUT, HOW CAN WE **STOP** HIM?

MEANWHILE, WHAT OF TEEN-AGE PETER PARKER, ALIAS **SPIDER-MAN?**

POOR PETER'S BEEN MOPING IN HIS ROOM FOR HOURS! I **WISH** HE'D TELL ME WHAT'S WRONG?

I'M A FAILURE! **SPIDER-MAN** IS A JOKE...A NOTHING! THERE'S THE PHONE!

BR-I-I-NG!

MR. JAMESON? NO, I WON'T BE ABLE TO GET THE PICTURES OF DOCTOR OCTOPUS! NO, I PROBABLY **WON'T** BE ABLE TO GET ANY MORE! SORRY--YEAH...GOOD BYE!

PETER, DEAR, WHAT'S WRONG? I CAN'T BEAR TO SEE YOU SO UNHAPPY! IS THERE ANYTHING I CAN DO TO HELP?

NO, AUNT MAY... IT'S... IT'S MY OWN PERSONAL PROBLEM! I'LL GET OVER IT! GOT TO LEAVE NOW--TIME FOR SCHOOL!

HELLO, PETEY!...SAY, WHAT'S WITH HIM? HE DIDN'T **ANSWER!**

AND THERE'S NO ONE I CAN TALK TO...NO ONE WHO'D UNDERSTAND!

HIM? HE'S DOWN IN THE DUMPS! LOOKS LIKE HE LOST HIS FAVORITE TEST TUBE!

PETE, DID YOU HEAR THE BIG NEWS? THE GOVERNOR'S ASKED THE **FANTASTIC FOUR** TO TRY TO CAPTURE DOCTOR OCTOPUS!

THEY'RE BUSY WITH ANOTHER CASE, BUT THEY SENT THE **HUMAN TORCH** TO SEE WHAT HE CAN DO! HE'S SPEAKING TO OUR ASSEMBLY TODAY!

BIG DEAL!

LATER, AT THE SCHOOL ASSEMBLY...

I WAS ASKED HERE TO TACKLE DOCTOR OCTOPUS! BUT I'VE USED MY FLAME SO MUCH RECENTLY, I HAVE TO WAIT A FEW DAYS TO LET IT GET STRONG AGAIN! WHILE I'M WAITING, YOUR PRINCIPAL ASKED ME TO ADDRESS YOU...

IF ONLY I HAD **HIS** POWER... **HIS** CONFIDENCE!... BUT THAT'S EASY WHEN YOU'VE NEVER BEEN BEATEN!

NOW FOR A LITTLE DEMONSTRATION! I CAN'T APPLY MY TOTAL FLAME, BUT HERE ARE SOME FIERY FIGURES FOR YOU!

THIS IS WHAT USUALLY HAPPENS WHEN THE **THING** HELPS ME WITH MY HOMEWORK! I GET RESULTS LIKE **THIS!**

2 2 3

THEN, AFTER A FEW MORE COLORFUL DEMONSTRATIONS...

NOW, FOR A PARTING THOUGHT! STICK TO YOUR SCHOOL WORK AND DO YOUR BEST IN YOUR STUDIES! DON'T BE DISCOURAGED IF IT SOMETIMES SEEMS TOUGH! THE IMPORTANT THING IS NEVER GIVE UP! REMEMBER THAT--**NEVER GIVE UP!**

ABILITY ALONE ISN'T ENOUGH! IT'S **ONE** LESSON I'VE LEARNED FROM MY PARTNERSHIP WITH THE **FANTASTIC FOUR!**

IT'S ALMOST AS THOUGH HE'S TALKING TO **ME!**

EVEN THE **FANTASTIC FOUR** HAVE HAD DEFEATS--BUT WE ALWAYS COME BACK! OUR MOTTO IS NEVER SAY DIE!

HE'S **RIGHT!** BY GOLLY, HE'S **RIGHT!**

LATER, AT THE CONCLUSION OF **THE TORCH'S** LECTURE...

I WANT TO THANK YOU FOR THAT SPEECH! I--I'LL NEVER **FORGET** WHAT YOU SAID TODAY! IT MEANT A **LOT** TO ME!

HUH? OH, SURE--SURE! GLAD YOU ENJOYED IT, FELLA!

LIKE A MAN POSSESSED, PETER PARKER RACES HOME TO THE PRIVACY OF HIS ROOM, AND...

I GUESS IF THE **FANTASTIC FOUR** COULD BE DEFEATED, AND THEN GO BACK FOR MORE, **SPIDER-MAN** CAN, **TOO!**

OKAY, **DOCTOR OCTOPUS,** THIS IS **IT!!** NOW THAT I **KNOW** HOW STRONG YOU ARE, YOU WON'T HAVE THE ADVANTAGE OF **SUPRISE** ON YOUR SIDE AGAIN!

THIS IS **ONE** EASY WAY TO GET PAST THOSE SENTRIES BELOW!

HEY! DID YOU JUST SEE SOMEONE FLYING ABOVE US?

SOMEONE **FLYING** ABOVE US? ARE YOU SOME KINDA **NUT** OR SOMETHIN'?!

SO FAR, SO GOOD! I LANDED SAFELY ON THE ROOF WITHOUT BEING STOPPED!

NOW, TO GET AS CLOSE AS I CAN TO **DOCTOR OCTOPUS** BEFORE HE DISCOVERS ME!

BUT THE STRANGE SCIENTIST HAS EYES EVERYWHERE, AND...

IT'S **SPIDER-MAN** AGAIN! WELL, **THIS** TIME HE WON'T BE SO LUCKY! **THIS** TIME I'LL FINISH HIM FOR GOOD!

FROM NOW ON, I ALLOW **NO ONE** TO INTERFERE WITH MY PLANS! I WILL PERMIT **NO ONE** TO DEFY ME!

AND, AT THAT MOMENT...

MY SPIDER SENSES WARN ME OF DANGER BEHIND ME!

NICE TRY, **DOCTOR OCTOPUS!** BUT I'M **READY** FOR YOU THIS TIME!

WITH MY SPIDER SENSES FULLY ALERT, AND MY SPIDER MUSCLES IN TOP CONDITION, HE CAN'T POSSIBLY HURL THOSE ELECTRONIC BOLTS FAST ENOUGH TO HURT ME!

HE KNOWS MY EVERY MOVE! HE MUST BE WATCHING ME ON SOME SORT OF TV HOOK-UP! WELL, I'LL JUST GO SOMEWHERE OUT OF RANGE...AS ONLY **I** CAN!

HE'S FOUND A WAY TO EVADE MY ELECTRONIC SCANNERS! HMM... HE'S CLEVERER THAN I THOUGHT!

BUT I'LL DEFEAT HIM WITH MY ALL-POWERFUL ***ARMS,*** AS I DID BEFORE! HE WON'T ELUDE ME ***NOW!***

AH, ***THERE'S*** WHAT I'M LOOKING FOR--THE ***CHEM*** LAB!

CHEMICAL LABORATORY

I'VE GOT TO MOVE ***FAST!*** IT WON'T BE LONG BEFORE HE ***FINDS*** ME!

THERE!! IT'S DONE!

AND NOW THIS WIRING'LL SUIT MY PURPOSE JUST FINE!

MUSTN'T MAKE A MISTAKE! ***DOCTOR OCTOPUS*** WON'T GIVE ME A SECOND CHANCE IF ANYTHING GOES WRONG!

I STILL CAN'T BE SURE THIS WILL WORK, BUT I'VE **GOT** TO TRY IT!

NOW TO FIND **DOCTOR OCTOPUS!**

ONCE AGAIN, AT THE LAST SPLIT-SECOND, **SPIDER-MAN'S** SPIDER INSTINCT SAVES HIM FROM SUDDEN DEFEAT...

HAH! I'VE **GOT** YOU, **SPIDER-MAN!**

WHA--?

OH, **NO,** YOU DON'T!

MOVING WITH EVERY OUNCE OF SPEED HE POSSESSES, **SPIDER-MAN** MANAGES TO LOOP ONE OF HIS HASTILY CONSTRUCTED DEVICES AROUND TWO OF **DOCTOR OCTOPUS'** ARMS BEFORE ANOTHER ARM, STRIKING OUT, FORCES HIM TO DROP THE SECOND DEVICE...

OHH!

BUT **SPIDER-MAN** HAS SUPER-HUMAN STRENGTH, EVEN AS **DOCTOR OCTOPUS,** AND HE RECOVERS FROM THE BLOW IN SECONDS, IN TIME TO DIVE OUT OF HARM'S WAY...

NOW TO GET OUT OF REACH AND WATCH WHAT HAPPENS!

YOU **HOPE** TO DEFEAT ME WITH A FOOLISH THING LIKE **THIS?** YOU MUST BE **MAD!**

OH, I SEE! IT'S A CHEMICAL WHICH FUSES MY METAL ARMS TOGETHER! HMM... CLEVER!

BUT I CAN TAKE CARE OF THAT EASILY-- **AFTER** I DISPOSE OF **YOU** FOR GOOD!

SLOWLY, INEXORABLY, **DR. OCTOPUS** FORCES **SPIDER-MAN** BACK AGAINST THE WALL, BLOCKING HIS WEB WITH HIS SWIFTLY-MOVING ARMS...

HA-HA! EVEN YOUR FAST-SHOOTING WEB ISN'T QUICK ENOUGH FOR ME!

HE'S USING HIS FUSED ARMS LIKE A **CLUB!** I CAN'T RETREAT ANY FURTHER! MY BACK IS TO THE WALL! I'VE GOT TO TAKE A DESPERATE CHANCE!

MOVING LIKE A PERSON POSSESSED, **SPIDER-MAN** WHIPS HIS LEGS AROUND ONE OF **DOCTOR OCTOPUS'** TENTACLE ARMS, WHILE HE SEIZES THE OTHER FREE ARM WITH BOTH OF HIS POWERFUL HANDS...

GOT YOU!

BUT NOT FOR **LONG!**

THEN, BEFORE DOCTOR OCTOPUS CAN MAKE ANOTHER MOVE, **SPIDER-MAN** SHOOTS HIS AMAZING WEB DIRECTLY AT THE STARTLED SCIENTIST'S FACE...

I SHOULD HAVE REALIZED SOONER, **OCTOPUS,** THE BEST DEFENSE IS A SMASHING **OFFENSE!**

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I--I **CAN'T SEE!** CAN'T GET IT OFF!

EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME-- PULLING ME TOWARD HIM WITH INCREDIBLE STRENGTH!

AH... **THERE!!** I GOT THEM OFF!

I'VE GOT HIS TWO FREE ARMS APART! BUT I DARE NOT LET **GO** OF THEM!

GIVE UP, FOOL! SOONER OR LATER YOU'LL **HAVE** TO LET GO, AND THEN I'LL **HAVE** YOU!

I'VE GOT **ONE** CHANCE... BUT I'VE GOT TO TIME IT TO THE SPLIT-SECOND OR I'M **FINISHED!**

SUDDENLY, **SPIDER-MAN** LETS GO OF **DOCTOR OCTOPUS'** ARMS AND, AT THE SAME INSTANT, LASHES OUT WITH A SMASHING RIGHT!

NOW!

I **DID** IT! I KNOCKED HIM OUT!

I HAD TO LET HIM GO, AND THEN STRIKE FASTER THAN HE COULD MOVE!

STRANGE THAT AN OLD-FASHIONED PUNCH TO THE JAW DEFEATED THE MOST DANGEROUS VILLAIN I'VE EVER FACED!

BETTER NOT TAKE ANY CHANCES! I'LL WRAP MY WEBBING AROUND HIM MANY TIMES WHILE HE'S OUT! HE'LL **NEVER** BE ABLE TO SNAP **THIS!**

LATER, AT THE SENTRY POST OUTSIDE THE ATOMIC PLANT...

CAPTAIN! WE'VE BEEN HEARING NOISES INSIDE THERE! LIKE A **FIGHT!**

SOMEONE MUST HAVE SNEAKED PAST US AND-- **LOOK!** OVER THERE!

IT'S THE SIGN OF ***SPIDER-MAN!***

THERE HE ***IS!*** HE'S WAVING TO US TO COME ON!

CAREFUL, PAL! NO TELLING ***WHAT'S*** GOIN' ON!

YOU'RE TELLIN' ***ME!*** I'M GONNA SHOOT ***FIRST*** AND ASK QUESTIONS ***LATER!***

LOOK! IT'S ***DOCTOR OCTOPUS!*** HE'S ALL TIED UP AND HELPLESS!

DON'T JUST ***STAND*** THERE! GET ME ***OUT*** OF THIS!

THE AUTHORITIES WILL BE ABLE TO HANDLE ***DOCTOR OCTOPUS*** NOW!

BUT I STILL HAVE ONE MORE THING TO TAKE CARE OF-- AS ***SPIDER-MAN!***

MINUTES LATER, THE DRAMATICALLY COSTUMED SUPER-HERO CLIMBS THE SHEER WALL OF A NEARBY HOTEL...

HE'S SOMEWHERE IN THIS HOTEL! I'LL FIND HIM EASILY!

MY SPIDER SENSE TELLS ME THAT HIS ROOM IS JUST AHEAD!

AND INSIDE THE ROOM IN QUESTION...

GOOD NEWS, **TORCH!** YOUR TEMPERATURE IS DOWN AND YOUR VIRUS IS GONE! BY NOW, YOUR FLAME SHOULD BE WORKING AT FULL STRENGTH!

GREAT, DOC! I WANNA SHOW MY PARTNERS IN THE **FANTASTIC FOUR** THAT I CAN TACKLE **DR. OCTOPUS ALONE!**

FLAME ON!

AND NOW FOR--

RELAX, TORCH! DR. OCTOPUS HAS BEEN CAPTURED ALREADY!

THANKS TO **YOU,** TORCH, OCTOPUS IS SAFELY UNDER WRAPS! AND I OWE YOU **ADDITIONAL** THANKS BECAUSE, IF NOT FOR YOU, **SPIDER-MAN** MIGHT'VE BEEN FINISHED, TOO!

HUH?

SO LONG, TORCH! SEE YA AROUND, PAL!

FLAMIN' FIREBALLS! I DON'T **GET** IT! WHAT DID **I** DO??

THE NEXT DAY, THE **HUMAN TORCH** GIVES A PULSE-POUNDING DEMONSTRATION OF HIS FULL POWERS BEFORE RETURNING TO HIS HEADQUARTERS...

WISH **SPIDER-MAN** WAS STILL AROUND TO JOIN ME IN THIS SHOW! BUT I DON'T KNOW WHERE HE CUT OUT TO!

NOW **THERE'S** MY IDEA OF A HERO! THE **HUMAN TORCH**-- AND A GUY LIKE **SPIDER-MAN,** TOO! WHY DONTCHA WATCH AND SEE WHAT A **REAL** MAN IS LIKE, BOOKWORM?

SOMEDAY I'LL **TELL** YOU WHY, LOUD MOUTH! AND I'M SURE GONNA ENJOY IT! YES SIR, IT'S GONNA BE A **REAL** PLEASURE!

AND, FOR THE FIRST TIME, A CASE ENDS WITHOUT PETER PARKER DELIVERING ANY PHOTOS TO MR. JAMESON! BUT, RIGHT NOW, PETER COULDN'T CARE LESS!

The END

SPECIAL BONUS PIN-UP PAGE!

SURPRISE SPIDER-MAN

SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

We regret that no letters can be answered personally, but we will print as many as possible each issue, and you may rest assured that either Stan Lee or Steve Ditko, or both, carefully read each and every letter received here at the Web!

Dear Stan and Steve:

The Amazing Spider-Man #1 was quite good as first issues go, and in comparison to other first issues edited by you two, it was great. In the Spider-Man, you have a hero that really reaches out to the hearts of the readers. His financial state, his social life, and his acceptance as a super-hero are all things that make this guy appealing. (Yes, appealing; his appeal is gained more through pity than admiration of him.) And, oh, how I hate that J. Jonah Jameson. I can't really say that I know a fictional character that I've hated so much. Of course, being as I hate him, I have to put in a good word for him. Like — how can the reading public believe what this guy writes? I can understand how a few or even a majority might have sided with him after his first editorial. And it's understandable that as each new "masterpiece" on his part came off the press that his following might increase. But when Spider-Man saves this bum's son and then he turns around and claims that the Spider-Man is a headline grabber, come on . . . ! I say that this J. J. Jameson guy is the headline grabber. The second story was the better of the two and this is understandably so when you figure that the FF were contained therein. I think that Ditko did an exceptionally fine job on the Four. I also think that in this story, Mr. Fantastic played a far larger role than he's ever done. Usually he's confined to controlling the Thing and the Torch and tellin' the others what to do. Question: How was the Spider-Man able to rip the door of the helicopter off its hinges? Or do spiders normally have this ability? I also liked the end of the story (second) where the Four are pondering over the future of the Spider-Man. The cover of this issue was exceptionally well done in comparison with other covers done by you guys. The costume of Spider-Man is quite good-looking and it's second only to Thor, as costumes go. Thanks for your time and your fine publication.

Tom Jones
622 Plater
Aberdeen, Maryland

You're welcome, Thomas. And, regarding your question, remember — a spider is far stronger than a human being in proportion to his size! Inasmuch as Peter Parker has the relative strength of a spider, and the size of a human, well — just imagine!

Dear Editor:

I just finished reading the first issue of your wonderful magazine. I thought that it was very good. I especially liked the way the Spider-Man spins his webs. This is quite an original idea. One question, though: why doesn't the Spider-Man appear monthly instead of bi-monthly?

Jerome Haro
515 S Street
Chula Vista, California

Maybe he will, Jerry, if enough fans feel the way you do.

Dear Stan and Steve:

At last you have put out a single comic book devoted to one super-hero. Spider-Man sure deserves it. The cover was exceptionally well done. The title, The Amazing Spider-Man, on the cover should stay as it is. Of the two titles inside, the one used on the Chameleon story was better. The plot of the first story was a good one, but I hope that the public will be straightened out, and Spider-Man will be on the side of the law and make everybody know it. The plot with the Fantastic Four was also good, but I don't think Steve Ditko drew the FF too well. In some panels, the Human Torch looked like he did in Fantastic Four #1 and #2. If Spider-Man is treated right, and is made to appear to the public as a normal super-hero, he will be one of the better ones. Looking forward to the next issue of Amazing Spider-Man.

Fred Bronson
11620 Port Rd.
Culver City, California

So are we, Fred! But tell us: Just what is a "normal super-hero"???

Dear Stan and Steve:

Here are some suggestions for Spider-Man. . . . Have him battle common criminals. Make him more like a detective than a lifeless mannikin who scares away alien invaders. Have pictorial previews of forthcoming issues. Have a letter column in the first issues with comments on the Spider-Man origin in Amazing Fantasy #15. Have Steve Ditko do all the art, and Stan Lee the writing. Have the type of spectacular covers you had in the 40's, keeping Spider-Man the main figure. In closing, I would like to say that the Spider-Man could be the best mag on the market, and you have everyone's hopes to be just that.

Bill Ryan
1247 Dellwood Drive
Westlake, Ohio

Thanks for your advice, Bill, although we could mention some competitors who probably don't share your hopes!

CONTINUED . . .

Dear Spider-Man:

I feel sorry for you, buddy. It was pretty mean of the Fantastic Four to desert you, but I think they will let you in if you tell them about your problems, and beat the rocks out of Thing's head! I'm sure Johnny Storm is on your side. I'm going to write to the Fantastic Four as soon as possible.

Your full-of-pity-Friend,
Frank Glen
Box 154
Hopewell Junction, New York

Hey, hold on there, Frankie boy! The FF get more than enough letters! WE'RE the ones who can use 'em!

Dear Stan and Steve:

Your new Spider-Man mag is the greatest!! Your title-logo is striking and appropriate. I missed this trial issue in Amazing Fantasy (and you can give me fifty lashes with a wet noodle for this). His costume is superb. His powers are confined, not branched out like some heroes who can do anything. He is the only hero of this New Age of Comics that is hunted by the law. I heard that in the Golden Age of Comics, almost all super-heroes were. Here's to Spider-Man's running 50 years in his own comic.

Phil Leibfred
105 Parkway Rd.
Bronxville, N. Y.

Only fifty???

Dear Stan and Steve:

Your Spider-Man shows great promise as a really great super-hero. I'm very sure you made no mistake in giving him his own magazine after only one tryout in Amazing Fantasy. It doesn't take a second look to know that Spider-Man is a natural. A super-hero's success is based on the reaction of the reader to said super-hero's assortment of super powers, the quality of his art, and lastly the writing quality. I'm sure you know this better than I. I think reader reaction to Spider-Man's powers will be almost wholly in his favor. His powers are original, different, and very interesting, to say the least. You've no problem on this point. As to art I have nothing but praise. Mr. Ditko is the perfect choice to illustrate Spider-Man. He's had much experience illustrating weird and off-beat stories as in the case of *Amazing Fantasy*. When he began to draw Spider-Man he also proved he could handle a super-hero as well. But of interest is the fact that he could inject into the Spider-Man art the weird feeling from his earlier work of unusual stories. Mr. Ditko has a knack for drawing a man so that he seems half man and half spider — the Spider-Man. His style in SM art is almost hypnotic. He draws SM in such poses as to suggest a spider and he does it so well that I find myself counting Spider-Man's limbs to assure myself that he has no more than four. But art can't make the whole comic. Story-wise I think there's room for improvement. The handling of Spider-Man's character has been well done, but otherwise the plot hasn't been as good as it could be. The first appearance in Amazing Fantasy was great, but the plot in the first issue wasn't as good. The appearance of the Fantastic Four was good but I didn't like the plot otherwise. I realize Spider-Man is just out and brand new, so I'm sure not going to give him up. With each issue I'm positive he'll improve as did your your great mag, Fantastic Four. In no time at all Spider-Man should be ranking among the very tops in the comic world.

Buddy Saunders
1605 Joyce
Arlington, Texas

Thanks — we think!

Dear Stan and Steve:

I think Spider-Man should have a secret partner to find out inside information and to help him keep his identity secret from outsiders. I just loved your first issue and hope you keep up the good work. I'm looking in the newsstands for your next issue.

Doug Arch
Box 48
Joshua Tree, California

Hope you find it, Doug! As for a secret partner for S-M, well, what do the rest of you fans think? (Both of you!)

Dear Stan and Steve:

Having read almost as many stories as you have written I feel my opinion is as good as the next fellow's. Meaning to say that your startling story in #1 copy of Spider-Man was terrific. But may I ask what in the world did you do to the second part? Is he so different that nothing can go his way? Your next issue is supposed to be great, but if more of your fans such as I feel this way after reading the first issue . . . well, I don't think I'd waste my good money on another copy like the first. Having read as many of your great stories as I have, I'd just like to know which side of the bed you got up on to finish a good story such as Spider-Man the way you did?? Good luck on your next issue. I have a feeling you'll need it.

Margaret Seth
955 Preston St.
Sciotoville, Ohio

'Twas an interesting letter, Maggie, although we still can't decide whether you're for us or agin' us!